

RECORDATION NO. 20034-N FILED

MAYER • BROWN

MAY 26 '10 -11 05 AM

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May 26, 2010

~~SURFACE TRANSPORTATION BOARD~~

VIA HAND DELIVERY

Robert M. Jenkins III
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Cynthia T. Brown
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Attn: Regina Smith

Re: Recordation No. 20034; Fourteen EMD SD80MAC Locomotives

Dear Ms. Brown:

Enclosed are an original and two copies of the documents described below, to be recorded pursuant to 49 U.S.C. § 11301:

Notarized Release Re Gold Locomotive Lease Units
Bill of Sale for Gold Locomotive Lease Co., Ltd.
Notice to the Custodian for Gold Locomotive Lease Co., Ltd.

The primary document to which these secondary documents are connected is recorded under Recordation No. 20034.

The names and addresses of the parties to the enclosed documents are:

Seller:	Gold Locomotive Lease Co., Ltd. Caledonian House, Mary Street P.O. Box 1043 George Town, Grand Cayman, Cayman Islands
Buyer:	Consolidated Rail Corporation 1717 Arch Street, 32 nd Floor Philadelphia, PA 19103
Custodian:	Morgan, Lewis & Bockius, LLP 1701 Market Street Philadelphia, PA 19103

A description of the railroad equipment covered by the enclosed documents is:

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Fourteen (14) EMD SD80MAC locomotives originally CR 4100 through CR 4113; currently CSXT 800 through CSXT 806 and PRR 7200 through PRR 7206)

Also enclosed is a check in the amount of \$123.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

A short summary of the documents to appear in the index as follows:

Release of Lien, Bill of Sale, and Notice to Custodian

Kindly return the original and one stamped copy of this letter and the enclosed documents to the undersigned.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Robert M. Jenkins III", is written over the typed name.

Robert M. Jenkins III

Attorney for Consolidated Rail Corporation

Enclosures

CERTIFICATE

I hereby certify that I have compared the copies of the Notarized Release Re Gold Locomotive Lease Units, Bill of Sale for Gold Locomotive Lease Co., Ltd., and Notice to the Custodian for Gold Locomotive Lease Co., Ltd. with the original documents and found them to be complete and identical in all respects.

Marcella Bowie
Notary Public

My Commission Expires: _____
MARCELLA BOWIE
Notary Public, District of Columbia
My Commission Expires May 14, 2011

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BILL OF SALE**SURFACE TRANSPORTATION BOARD**

KNOW ALL MEN BY THESE PRESENTS THAT: The undersigned, Gold Locomotive Lease Co., Ltd., (hereinafter called the "SELLER"), in consideration of good and valuable consideration paid by Consolidated Rail Corporation (hereinafter called the "Buyer") receipt of which is hereby acknowledged, does hereby sell, grant, transfer and deliver unto Consolidated Rail Corporation, a Pennsylvania corporation, with a place of business at 1717 Arch Street, Philadelphia, PA 19103, its successors and assigns, all right, title, and interest of Seller in and to the units described in Schedule A hereto, (the "Equipment"). Title to the Equipment shall pass to Buyer upon execution of the Bill of Sale by Seller TO HAVE AND TO HOLD FOREVER.

THE EQUIPMENT IS SOLD, AS-IS, WHERE-IS, WITHOUT RECOURSE TO SELLER, AND WITHOUT REPRESENTATION OR WARRANTY AS TO MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, BY SELLER, except that Seller represents that the Equipment being conveyed hereby is free of all Lessor's Liens (as defined in the Lease Agreement dated as of 30 April 1996 between Seller as lessor and Buyer as lessee in relation to the Equipment).

This Bill of Sale will be governed by the laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed and delivered by its duly authorized officer this 30th day of April, 2010.

Gold Locomotive Lease Co., Ltd.


BY: Robert S. Tomczak
TITLE: Director

Schedule A***Gold Locomotive Lease
Units*****Conrail Lease Reference: L196****SD80MAC
Locomotives**

Original		Current	
Initial	Unit Number	Initial	Unit Number
CR	4100	CSXT	800
CR	4101	PRR	7200
CR	4102	PRR	7201
CR	4103	PRR	7202
CR	4104	CSXT	801
CR	4105	PRR	7203
CR	4106	PRR	7204
CR	4107	CSXT	802
CR	4108	CSXT	803
CR	4109	PRR	7205
CR	4110	CSXT	804
CR	4111	PRR	7206
CR	4112	CSXT	805
CR	4113	CSXT	806